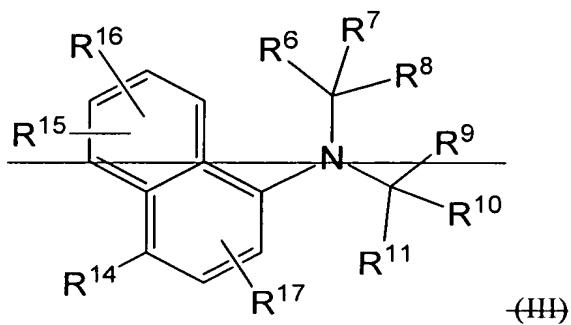
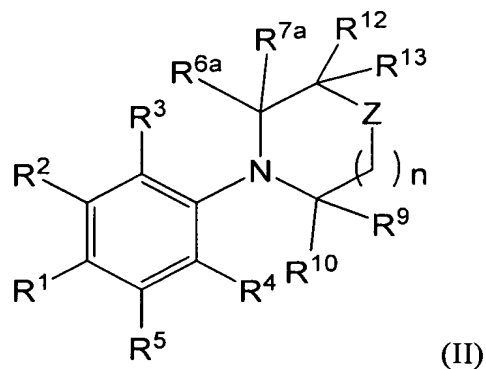
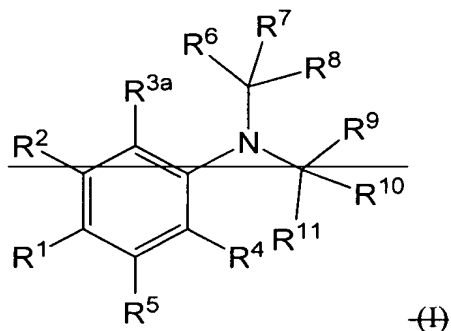


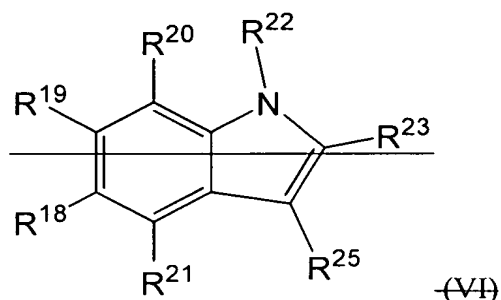
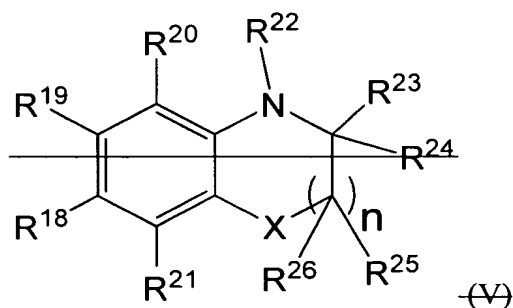
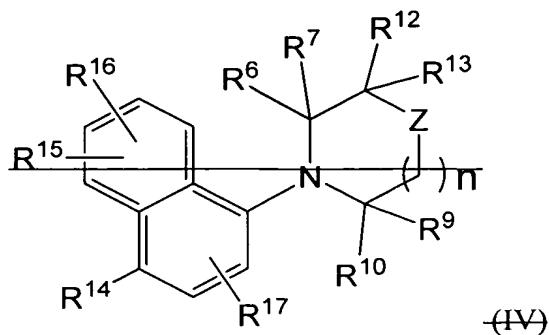
**AMENDMENTS TO THE CLAIMS:**

Claims 1-25, 27-35, 62-70, 72-78 and 82 are pending. Please amend claims 1, 2, 19, 21-24, 28, 29, 62 and 70 as indicated below and cancel claims 26, 36-61 and 71 without prejudice or disclaimer. This listing of claims replaces all prior versions, and listings of claims, in the application.

**LISTING OF CLAIMS:**

1. (Currently amended) A compound of ~~Formula I~~, Formula II, ~~Formula III~~, ~~Formula IV~~, ~~Formula V~~, or ~~Formula VI~~:





wherein:

$R^1$  and  $R^2$  each independently is selected from among hydrogen, F, Cl, Br, I,  $OR^A$ ,  $SR^A$ ,  $NO_2$ , CN, an optionally substituted  $C_1$ - $C_4$  alkyl, an optionally substituted  $C_1$ - $C_4$  haloalkyl, an optionally substituted  $C_1$ - $C_4$  heteroalkyl,  $COR^A$ ,  $CO_2R^A$ ,  $CONR^A R^B$ ,  $SOR^A$ , and  $SO_2R^A$ , and  $SO_2NR^A R^B$ ,  $NHCOR^A$ , and  $NHCONR^A R^B$ , provided that at least one of  $R^1$  and  $R^2$  is not hydrogen;

$R^2$  is selected from among hydrogen, F, Cl, Br, I,  $OR^A$ ,  $SR^A$ ,  $NO_2$ , CN, an optionally substituted  $C_1$ - $C_4$  alkyl, an optionally substituted  $C_1$ - $C_4$  haloalkyl, an optionally substituted  $C_1$ - $C_4$  heteroalkyl,  $COR^A$ ,  $CO_2R^A$ ,  $CONR^A R^B$ ,  $SOR^A$ ,  $SO_2R^A$ , and  $SO_2NR^A R^B$ ,  $NHCOR^A$ , and  $NHCONR^A R^B$ ;

$R^3$ ,  $R^{3a}$ ,  $R^4$ , and  $R^5$  each independently is selected from among hydrogen, F, Cl,  $OR^A$ , an optionally substituted  $C_1$ - $C_4$  alkyl, and an optionally substituted  $C_1$ - $C_4$  haloalkyl;

~~provided that if R<sup>1</sup> is NO<sub>2</sub> and R<sup>3a</sup> is F, then at least one of R<sup>2</sup> and R<sup>4</sup> and R<sup>5</sup> is not hydrogen; and provided that if R<sup>1</sup> is NO<sub>2</sub> and R<sup>3</sup> is F, then Z is not O;~~

~~R<sup>6</sup>, R<sup>7</sup>, R<sup>10</sup>, and R<sup>11</sup> each independently is selected from among hydrogen, an optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, an optionally substituted C<sub>1</sub>-C<sub>6</sub> haloalkyl, an optionally substituted C<sub>1</sub>-C<sub>6</sub> heteroalkyl, an optionally substituted C<sub>2</sub>-C<sub>6</sub> alkynyl, and an optionally substituted C<sub>2</sub>-C<sub>6</sub> alkenyl;~~

R<sup>6a</sup> and R<sup>7a</sup> each independently is selected from among hydrogen, an optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, an optionally substituted C<sub>1</sub>-C<sub>6</sub> haloalkyl, an optionally substituted C<sub>1</sub>-C<sub>6</sub> heteroalkyl, an optionally substituted C<sub>2</sub>-C<sub>6</sub> alkynyl, and an optionally substituted C<sub>2</sub>-C<sub>6</sub> alkenyl; or R<sup>6a</sup> and R<sup>7a</sup> together form a carbonyl;

~~R<sup>8</sup> and R<sup>9</sup> each independently is selected from among hydrogen, an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> alkenyl, an optionally substituted C<sub>1</sub>-C<sub>8</sub> haloalkyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> haloalkenyl, C<sub>1</sub>-C<sub>8</sub> heteroalkyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> alkynyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> haloalkynyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, an optionally substituted aryl, an optionally substituted heteroaryl, CH(R<sup>D</sup>)OR<sup>A</sup>, CH(R<sup>D</sup>)NR<sup>A</sup>R<sup>B</sup>, and (CH<sub>2</sub>)<sub>m</sub>R<sup>C</sup>;~~

R<sup>10</sup> is selected from among hydrogen, an optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, an optionally substituted C<sub>1</sub>-C<sub>6</sub> haloalkyl, an optionally substituted C<sub>1</sub>-C<sub>6</sub> heteroalkyl, an optionally substituted C<sub>2</sub>-C<sub>6</sub> alkynyl, and an optionally substituted C<sub>2</sub>-C<sub>6</sub> alkenyl;

R<sup>12</sup> and R<sup>13</sup> each independently is selected from among hydrogen, F, Cl, OR<sup>A</sup>, NR<sup>A</sup>R<sup>B</sup>, SR<sup>A</sup>, an optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, an optionally substituted C<sub>1</sub>-C<sub>6</sub> haloalkyl, an optionally substituted C<sub>1</sub>-C<sub>6</sub> heteroalkyl, an optionally substituted C<sub>2</sub>-C<sub>6</sub> alkynyl, an optionally substituted C<sub>2</sub>-C<sub>6</sub> alkenyl, and (CH<sub>2</sub>)<sub>m</sub>R<sup>C</sup>;

~~R<sup>14</sup> and R<sup>15</sup> each independently is selected from among hydrogen, F, Cl, Br, I, OR<sup>A</sup>, SR<sup>A</sup>, NO<sub>2</sub>, CN, an optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl, an optionally substituted C<sub>1</sub>-C<sub>4</sub> haloalkyl, an optionally substituted C<sub>1</sub>-C<sub>4</sub> heteroalkyl, NHCOR<sup>A</sup>, NHCONR<sup>A</sup>R<sup>B</sup>, COR<sup>A</sup>, CO<sub>2</sub>R<sup>A</sup>, CONR<sup>A</sup>R<sup>B</sup>, SOR<sup>A</sup>, SO<sub>2</sub>R<sup>A</sup>, and SO<sub>2</sub>NR<sup>A</sup>R<sup>B</sup>;~~

~~R<sup>16</sup> and R<sup>17</sup> each independently is selected from among hydrogen, F, Cl, OR<sup>A</sup>, an optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl, and an optionally substituted C<sub>1</sub>-C<sub>4</sub> haloalkyl;~~

~~R<sup>18</sup> and R<sup>19</sup> each independently is selected from among hydrogen, F, Cl, Br, I, OR<sup>A</sup>, SR<sup>A</sup>, NO<sub>2</sub>, CN, an optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl, an optionally substituted C<sub>1</sub>-C<sub>4</sub>~~

haloalkyl, an optionally substituted C<sub>1</sub>-C<sub>4</sub> heteroalkyl, NHCOR<sup>A</sup>, NHCONR<sup>A</sup>R<sup>B</sup>, COR<sup>A</sup>, CO<sub>2</sub>R<sup>A</sup>, CONR<sup>A</sup>R<sup>B</sup>, SOR<sup>A</sup>, SO<sub>2</sub>R<sup>A</sup>, and SO<sub>2</sub>NR<sup>A</sup>R<sup>B</sup>;

—— R<sup>20</sup> and R<sup>21</sup> each independently is selected from among hydrogen, F, Cl, OR<sup>A</sup>, an optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl, and an optionally substituted C<sub>1</sub>-C<sub>4</sub> haloalkyl; wherein if R<sup>18</sup> is NO<sub>2</sub> and X is O, then at least one of R<sup>19</sup>, R<sup>20</sup>, and R<sup>21</sup> is not hydrogen, and wherein if R<sup>19</sup> is NO<sub>2</sub> and X is C, then at least one of R<sup>18</sup>, R<sup>20</sup>, and R<sup>21</sup> is not hydrogen;

—— R<sup>22</sup> is selected from among hydrogen, an optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl, an optionally substituted C<sub>1</sub>-C<sub>4</sub> haloalkyl, an optionally substituted C<sub>1</sub>-C<sub>4</sub> heteroalkyl, COR<sup>6</sup>, CO<sub>2</sub>R<sup>A</sup>, CONR<sup>A</sup>R<sup>B</sup>, SO<sub>2</sub>R<sup>A</sup>, an optionally substituted aryl, an optionally substituted heteroaryl, CH<sub>2</sub>CH(R<sup>D</sup>)OR<sup>A</sup>, CH<sub>2</sub>CH(R<sup>D</sup>)NR<sup>A</sup>R<sup>B</sup>, and (CH<sub>2</sub>)<sub>m</sub>R<sup>C</sup>, wherein the optionally substituted aryl or optionally substituted heteroaryl is optionally substituted with a substituent selected from among F, Cl, Br, I, CN, OR<sup>A</sup>, NO<sub>2</sub>, NR<sup>A</sup>R<sup>B</sup>, SR<sup>A</sup>, SOR<sup>A</sup>, SO<sub>2</sub>R<sup>A</sup>, an optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl, an optionally substituted C<sub>1</sub>-C<sub>4</sub> haloalkyl, and an optionally substituted C<sub>1</sub>-C<sub>4</sub> heteroalkyl;

—— R<sup>23</sup> and R<sup>24</sup> each independently is selected from among hydrogen, an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> alkenyl, an optionally substituted C<sub>1</sub>-C<sub>8</sub> haloalkyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> haloalkenyl, an optionally substituted C<sub>1</sub>-C<sub>8</sub> heteroalkyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> alkynyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> haloalkynyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, an optionally substituted aryl, an optionally substituted heteroaryl, CH(R<sup>D</sup>)OR<sup>A</sup>, CH(R<sup>D</sup>)NR<sup>A</sup>R<sup>B</sup>, and (CH<sub>2</sub>)<sub>m</sub>R<sup>C</sup>; or R<sup>23</sup> and R<sup>24</sup> together form a carbonyl group, provided that if R<sup>18</sup> is NO<sub>2</sub> and X is NH, then R<sup>23</sup> and R<sup>24</sup> do not together form a carbonyl group;

—— R<sup>22</sup> and R<sup>23</sup> are optionally linked to form a ring;

—— R<sup>23</sup> and R<sup>25</sup> are optionally linked to form a ring;

—— X is selected from among O, S, CR<sup>A</sup>R<sup>B</sup>, NR<sup>D</sup>, and a bond;

wherein if X is CR<sup>A</sup>R<sup>B</sup> or a bond, then R<sup>25</sup> and R<sup>26</sup> each independently is selected from among a halogen, OR<sup>A</sup>, NR<sup>A</sup>R<sup>B</sup>, hydrogen, an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> alkenyl, an optionally substituted C<sub>1</sub>-C<sub>8</sub> haloalkyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> haloalkenyl, an optionally substituted C<sub>1</sub>-C<sub>8</sub> heteroalkyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> alkynyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> haloalkynyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, an optionally substituted aryl, an optionally substituted heteroaryl, and (CH<sub>2</sub>)<sub>m</sub>R<sup>C</sup>; or R<sup>25</sup> and R<sup>26</sup> together form a carbonyl group;

~~\_\_\_\_\_ and wherein if X is selected from among O, S, or NR<sup>D</sup>, then R<sup>25</sup> and R<sup>26</sup> each independently is selected from among hydrogen, an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> alkenyl, an optionally substituted C<sub>1</sub>-C<sub>8</sub> haloalkyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> haloalkenyl, an optionally substituted C<sub>1</sub>-C<sub>8</sub> heteroalkyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> alkynyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> haloalkynyl, an optionally substituted C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, an optionally substituted aryl, an optionally substituted heteroaryl, and (CH<sub>2</sub>)<sub>m</sub>R<sup>C</sup>; or R<sup>25</sup> and R<sup>26</sup> together form a carbonyl group;~~

R<sup>A</sup> and R<sup>B</sup> each independently is selected from among hydrogen, an optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl, an optionally substituted C<sub>1</sub>-C<sub>4</sub> haloalkyl, and an optionally substituted C<sub>1</sub>-C<sub>4</sub> heteroalkyl;

R<sup>C</sup> is selected from among an optionally substituted aryl and an optionally substituted heteroaryl that is optionally substituted with a substituent selected from among F, Cl, Br, I, CN, OR<sup>A</sup>, NO<sub>2</sub>, NR<sup>A</sup>R<sup>B</sup>, SR<sup>A</sup>, SOR<sup>A</sup>, SO<sub>2</sub>R<sup>A</sup>, an optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl, an optionally substituted C<sub>1</sub>-C<sub>4</sub> haloalkyl, and an optionally substituted C<sub>1</sub>-C<sub>4</sub> heteroalkyl;

R<sup>D</sup> is selected from among hydrogen, an optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl, an optionally substituted C<sub>1</sub>-C<sub>4</sub> haloalkyl, and an optionally substituted C<sub>1</sub>-C<sub>4</sub> heteroalkyl;

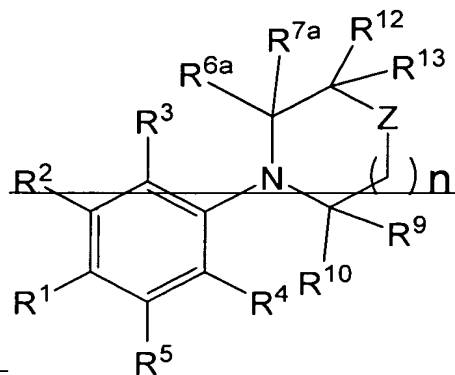
Z is selected from among O, S, CR<sup>A</sup>R<sup>B</sup>, and NR<sup>D</sup>;

n is 0, 1, or 2; and

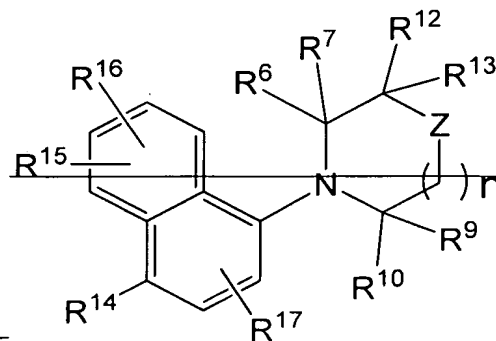
m is 1 or 2;

or a pharmaceutically acceptable salt, ester, or amide ~~or prodrug~~ thereof.

2. (Currently amended) The compound of claim 1, wherein: ~~of Formula II or Formula IV:~~



I — or —



IV;

wherein:

$R^1$  and  $R^2$  each independently is selected from among hydrogen, F, Cl, Br, I,  $OR^A$ ,  $SR^A$ ,  $NO_2$ , CN, ~~an optionally substituted  $C_1$ - $C_4$  alkyl, an optionally substituted  $C_1$ - $C_4$  haloalkyl, an optionally substituted  $C_1$ - $C_4$  heteroalkyl,  $COR^A$ ,  $CO_2R^A$ , and  $CONR^AR^B$ ,  $SOR^A$ ,  $SO_2R^A$ , and  $SO_2NR^AR^B$ ,  $NHCOR^A$ , and  $NHCONR^AR^B$~~ , provided that at least one of  $R^1$  and  $R^2$  is not hydrogen;

$R^2$  is selected from among hydrogen, F, Cl, Br, I,  $OR^A$ ,  $SR^A$ ,  $NO_2$ , CN, an optionally substituted  $C_1$ - $C_4$  alkyl, an optionally substituted  $C_1$ - $C_4$  haloalkyl, an optionally substituted  $C_1$ - $C_4$  heteroalkyl,  $COR^A$ ,  $CO_2R^A$ ,  $CONR^AR^B$ ,  $SOR^A$ ,  $SO_2R^A$ , and  $SO_2NR^AR^B$ ,  $NHCOR^A$ , and  $NHCONR^AR^B$ .

$R^3$ ,  $R^4$ , and  $R^5$  each independently is selected from among hydrogen, F, Cl,  $OR^A$ , an optionally substituted  $C_1$ - $C_4$  alkyl, and an optionally substituted  $C_1$ - $C_4$  haloalkyl;

provided that if  $R^1$  is  $NO_2$  and  $R^3$  is F, then Z is not O;

~~$R^6$ ,  $R^7$ , and  $R^{10}$  each independently is selected from among hydrogen, an optionally substituted  $C_1$ - $C_6$  alkyl, an optionally substituted  $C_1$ - $C_6$  haloalkyl, an optionally substituted  $C_1$ - $C_6$  heteroalkyl, an optionally substituted  $C_1$ - $C_6$  heterohaloalkyl, an optionally substituted  $C_2$ - $C_6$  heterohaloalkenyl, an optionally substituted  $C_2$ - $C_6$  heterohaloalkynyl, an optionally substituted  $C_2$ - $C_6$  alkynyl, and an optionally substituted  $C_2$ - $C_6$  alkenyl;~~

$R^{6a}$  and  $R^{7a}$  each independently is selected from among hydrogen, an optionally substituted  $C_1$ - $C_6$  alkyl, an optionally substituted  $C_1$ - $C_6$  haloalkyl, an optionally substituted  $C_1$ - $C_6$  heteroalkyl, an optionally substituted  $C_1$ - $C_6$  heterohaloalkyl, an optionally substituted  $C_2$ - $C_6$  heterohaloalkenyl, an optionally substituted  $C_2$ - $C_6$  heterohaloalkynyl, an optionally substituted  $C_2$ - $C_6$  alkynyl, and an optionally substituted  $C_2$ - $C_6$  alkenyl; or  $R^{6a}$  and  $R^{7a}$  together form a carbonyl;

$R^9$  is selected from among ~~hydrogen~~, an optionally substituted  $C_1$ - $C_8$  alkyl, an optionally substituted  $C_2$ - $C_8$  alkenyl, an optionally substituted  $C_1$ - $C_8$  haloalkyl, an optionally substituted  $C_1$ - $C_6$  heterohaloalkyl, an optionally substituted  $C_2$ - $C_8$  haloalkenyl,  $C_1$ - $C_8$  heteroalkyl, an optionally substituted  $C_2$ - $C_8$  heteroalkenyl, an optionally substituted  $C_2$ - $C_8$  alkynyl, an optionally substituted  $C_2$ - $C_8$  haloalkynyl, an optionally substituted  $C_2$ - $C_8$  heteroalkynyl, an optionally substituted  $C_2$ - $C_6$  heterohaloalkenyl, an optionally substituted  $C_2$ - $C_6$  heterohaloalkynyl, an optionally substituted aryl, an optionally substituted heteroaryl,  $CH(R^D)OR^A$ ,  $CH(R^D)NR^AR^B$ ,  $COR^A$ ,  $CO_2R^A$  and  $(CH_2)_mR^C$ ;

$R^{10}$  each independently is selected from among hydrogen, an optionally substituted  $C_1$ - $C_6$  alkyl, an optionally substituted  $C_1$ - $C_6$  haloalkyl, an optionally substituted  $C_1$ - $C_6$

heteroalkyl, an optionally substituted C<sub>1</sub>-C<sub>6</sub> heterohaloalkyl, an optionally substituted C<sub>2</sub>-C<sub>6</sub> heterohaloalkenyl, an optionally substituted C<sub>2</sub>-C<sub>6</sub> heterohaloalkynyl, an optionally substituted C<sub>2</sub>-C<sub>6</sub> alkynyl, and an optionally substituted C<sub>2</sub>-C<sub>6</sub> alkenyl;

R<sup>12</sup> and R<sup>13</sup> each independently is selected from among hydrogen, F, Cl, OR<sup>A</sup>, NR<sup>A</sup>R<sup>B</sup>, SR<sup>A</sup>, an optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, an optionally substituted C<sub>1</sub>-C<sub>6</sub> haloalkyl, an optionally substituted C<sub>1</sub>-C<sub>6</sub> heteroalkyl, an optionally substituted C<sub>1</sub>-C<sub>6</sub> heterohaloalkyl, an optionally substituted C<sub>2</sub>-C<sub>6</sub> heterohaloalkenyl, an optionally substituted C<sub>2</sub>-C<sub>6</sub> heterohaloalkynyl, an optionally substituted C<sub>2</sub>-C<sub>6</sub> alkynyl, an optionally substituted C<sub>2</sub>-C<sub>6</sub> alkenyl, and (CH<sub>2</sub>)<sub>m</sub>R<sup>C</sup>;

~~R<sup>14</sup> and R<sup>15</sup> each independently is selected from among hydrogen, F, Cl, Br, I, OR<sup>A</sup>, SR<sup>A</sup>, NO<sub>2</sub>, CN, an optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl, an optionally substituted C<sub>1</sub>-C<sub>4</sub> haloalkyl, an optionally substituted C<sub>1</sub>-C<sub>4</sub> heteroalkyl, NHCOR<sup>A</sup>, NHCONR<sup>A</sup>R<sup>B</sup>, COR<sup>A</sup>, CO<sub>2</sub>R<sup>A</sup>, CONR<sup>A</sup>R<sup>B</sup>, SOR<sup>A</sup>, SO<sub>2</sub>R<sup>A</sup>, and SO<sub>2</sub>NR<sup>A</sup>R<sup>B</sup>;~~

~~— R<sup>16</sup> and R<sup>17</sup> each independently is selected from among hydrogen, F, Cl, OR<sup>A</sup>, an optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl, and an optionally substituted C<sub>1</sub>-C<sub>4</sub> haloalkyl;~~

R<sup>A</sup> and R<sup>B</sup> each independently is selected from among hydrogen, an optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl, an optionally substituted C<sub>1</sub>-C<sub>4</sub> haloalkyl, and an optionally substituted C<sub>1</sub>-C<sub>4</sub> heteroalkyl;

R<sup>C</sup> is selected from among an optionally substituted aryl and an optionally substituted heteroaryl that is optionally substituted with a substituent selected from among F, Cl, Br, I, CN, OR<sup>A</sup>, NO<sub>2</sub>, NR<sup>A</sup>R<sup>B</sup>, SR<sup>A</sup>, SOR<sup>A</sup>, SO<sub>2</sub>R<sup>A</sup>, an optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl, an optionally substituted C<sub>1</sub>-C<sub>4</sub> haloalkyl, and an optionally substituted C<sub>1</sub>-C<sub>4</sub> heteroalkyl;

R<sup>D</sup> is selected from among hydrogen, an optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl, an optionally substituted C<sub>1</sub>-C<sub>4</sub> haloalkyl, and an optionally substituted C<sub>1</sub>-C<sub>4</sub> heteroalkyl;

Z is selected from among O, S, CR<sup>A</sup>R<sup>B</sup>, and NR<sup>D</sup>;

n is 0, 1, or 2; and

m is 1 or 2.

3. (Previously presented) The compound of claim 1, wherein R<sup>1</sup> is NO<sub>2</sub> or CN.

4. (Previously presented) The compound of claim 1, wherein R<sup>1</sup> is NO<sub>2</sub>.

5. (Previously presented) The compound of claim 1, wherein R<sup>1</sup> is CN.

6. (Previously presented) The compound of claim 1, wherein R<sup>2</sup> is an optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl or an optionally substituted C<sub>1</sub>-C<sub>4</sub> haloalkyl.

7. (Previously presented) The compound of claim 1, wherein  $R^2$  is  $C_1$ - $C_4$  alkyl or trifluoromethyl.
8. (Previously presented) The compound of claim 1, wherein  $R^3$ ,  $R^4$ , and  $R^5$  each independently is selected from among hydrogen, F, Cl, and an optionally substituted  $C_1$ - $C_4$  alkyl.
9. (Previously presented) The compound of claim 1, wherein  $R^3$  is hydrogen.
10. (Previously presented) The compound of claim 1, wherein  $R^4$  is hydrogen.
11. (Previously presented) The compound of claim 1, wherein  $R^5$  is hydrogen.
12. (Previously presented) The compound of claim 1, wherein  $R^{6a}$  and  $R^{7a}$  each independently is selected from among hydrogen, an optionally substituted  $C_1$ - $C_6$  alkyl, and an optionally substituted  $C_1$ - $C_6$  heterohaloalkyl or  $R^{6a}$  and  $R^{7a}$  together form a carbonyl.
13. (Previously presented) The compound of claim 1, wherein  $R^{6a}$  is hydrogen.
14. (Previously presented) The compound of claim 1, wherein  $R^{7a}$  is hydrogen or an optionally substituted  $C_1$ - $C_6$  alkyl.
15. (Previously presented) The compound of claim 1, wherein  $R^{7a}$  is hydrogen or methyl.
16. (Previously presented) The compound of claim 1, wherein  $R^{7a}$  is hydrogen.
17. (Previously presented) The compound of claim 1, wherein  $R^{7a}$  is methyl.
18. (Previously presented) The compound of claim 1, wherein  $R^{6a}$  and  $R^{7a}$  together form a carbonyl.
19. (Currently amended) The compound of claim 1, wherein  $R^{10}$   $R^{12}$  is selected from among hydrogen, F, Cl,  $OR^A$ , an optionally substituted  $C_1$ - $C_6$  alkyl, an optionally substituted  $C_1$ - $C_6$  heterohaloalkyl and  $(CH_2)_mR^C$ .
20. (Previously presented) The compound of claim 1, wherein  $R^{10}$  is hydrogen.
21. (Currently amended) The compound of claim 1, wherein  $R^9$  is selected from among ~~hydrogen, F, Cl, Br, I,~~ an optionally substituted  $C_1$ - $C_4$  alkyl, ~~an optionally substituted~~  $C_1$ - $C_6$  heterohaloalkyl,  ~~$COR^A$ ,  $CO_2R^A$ ,  $CH(R^D)OR^A$ , and  $CH(R^D)NR^AN^B$ .~~
22. (Currently amended) The compound of claim 1, wherein  $R^9$  is ~~hydrogen,~~ formyl, hydroxy  $C_1$ - $C_6$ alkyl, hydroxyhalo  $C_1$ - $C_6$ alkyl,  $C_1$ - $C_6$ alkylsilyloxy  $C_1$ - $C_6$ alkyl,  $C_1$ - $C_6$ alkoxycarbonyl, amino  $C_1$ - $C_6$ alkyl, carboxy, or  $C_1$ - $C_6$ alkylcarbonyloxy $C_1$ - $C_6$ alkyl.
23. (Currently amended) The compound of claim 1, wherein  $R^9$  is ~~hydrogen,~~ formyl, hydroxymethyl, 1-hydroxy-2,2,2-trifluoroethyl, tributylsilyloxymethyl, ethoxycarbonyl, aminomethyl, carboxy, or acetyoxymethyl.

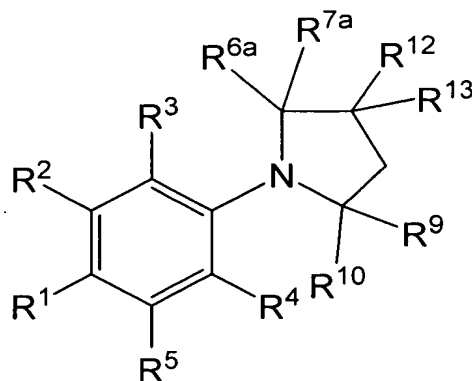


24. (Currently amended) The compound of claim 1, wherein  $R^{12}$  and  $R^{13}$  each independently is selected from among hydrogen, F, Cl,  $OR^A$ , an optionally substituted  $C_1$ - $C_6$  alkyl, an optionally substituted  $C_1$ - $C_6$  heterohaloalkyl and  $(CH_2)_mR^C$ .

25. (Previously presented) The compound of claim 1, wherein  $R^{13}$  is hydrogen, F, OH or benzyl.

26. (Cancelled).

27. (Previously presented) The compound of claim 1 of formula IIB:



28. (Currently amended) The compound of claim 1, wherein  $R^1$  is  $NO_2$  or CN;  $R^2$  is hydrogen, optionally substituted  $C_1$ - $C_4$  alkyl or an optionally substituted  $C_1$ - $C_4$  haloalkyl;

$R^3$ ,  $R^4$ , and  $R^5$  each independently is selected from among hydrogen, F, Cl, and an optionally substituted  $C_1$ - $C_4$  alkyl;

$R^{6a}$  and  $R^{7a}$  each independently is selected from among hydrogen and an optionally substituted  $C_1$ - $C_6$  alkyl; an optionally substituted  $C_1$ - $C_6$  heterohaloalkyl, or  $R^{6a}$  and  $R^{7a}$  together form a carbonyl;

$R^9$  is selected from among ~~hydrogen~~, F, Cl, Br, I, an optionally substituted  $C_1$ - $C_4$  alkyl, an optionally substituted  $C_1$ - $C_6$  heterohaloalkyl,  $COR^A$ ,  $CO_2R^A$ ,  $CH(R^D)OR^A$ , and  $CH(R^D)NR^AR^B$ ;

$R^{10}$  is hydrogen; and

$R^{12}$  and  $R^{13}$  each independently is selected from among hydrogen, F, Cl,  $OR^A$ , an optionally substituted  $C_1$ - $C_6$  alkyl, an optionally substituted  $C_1$ - $C_6$  heterohaloalkyl and  $(CH_2)_mR^C$ .

29. (Currently amended) The compound of claim 1, wherein  $R^1$  is  $NO_2$  or CN;

$R^2$  is hydrogen or trifluoromethyl;

$R^3$ ,  $R^4$ , and  $R^5$  each is hydrogen;

$R^{7a}$  is hydrogen or methyl and  $R^{6a}$  is hydrogen; or  $R^{6a}$  and  $R^{7a}$  together form a carbonyl;

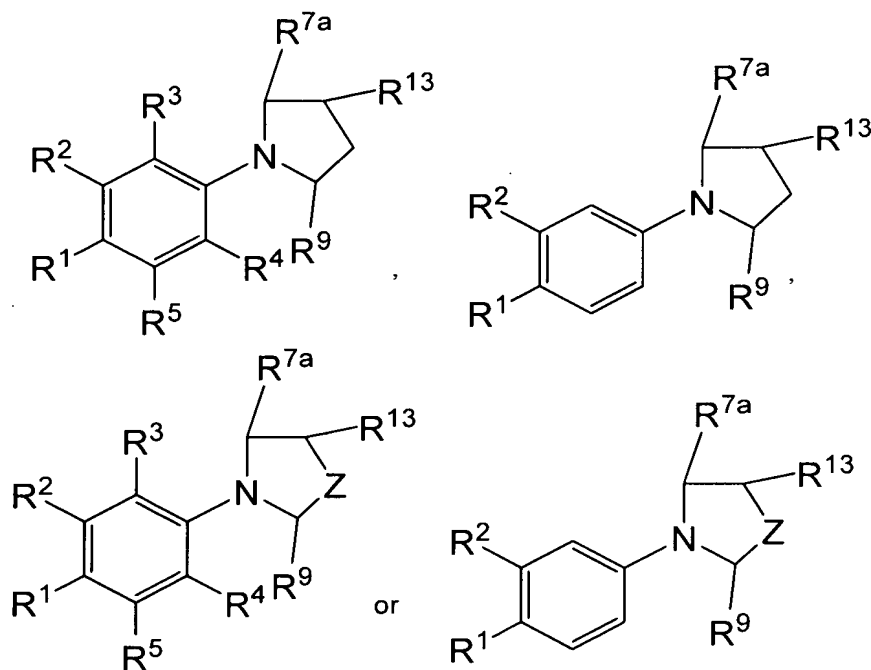
$R^9$  is selected from among ~~hydrogen~~, formyl, hydroxymethyl, 1-hydroxy-2,2,2-trifluoroethyl, tributylsilyloxymethyl, ethoxycarbonyl, aminomethyl, carboxy, and acetyloxymethyl;

$R^{10}$  is hydrogen;

$R^{12}$  is hydrogen; and

$R^{13}$  is selected from among hydrogen, F, OH and benzyl.

30. (Previously presented) The compound of claim 1, wherein the compound is selected from among:

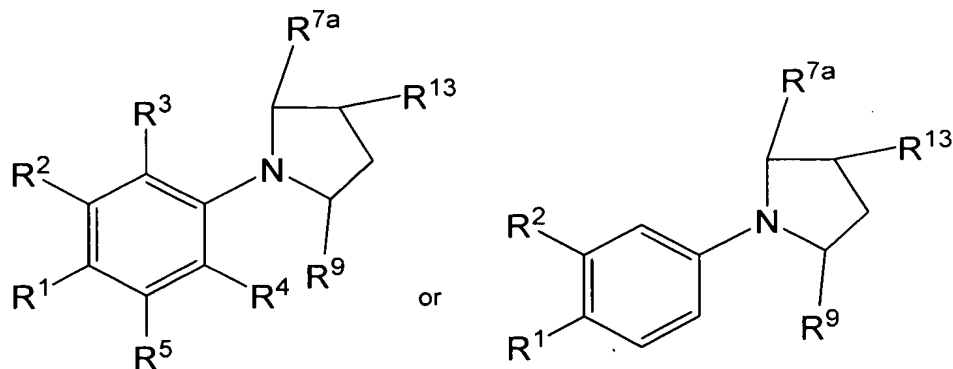


31. (Original) The compound of claim 30, wherein  $R^{7a}$  is an optionally substituted  $C_1$ - $C_6$  heterohaloalkyl.

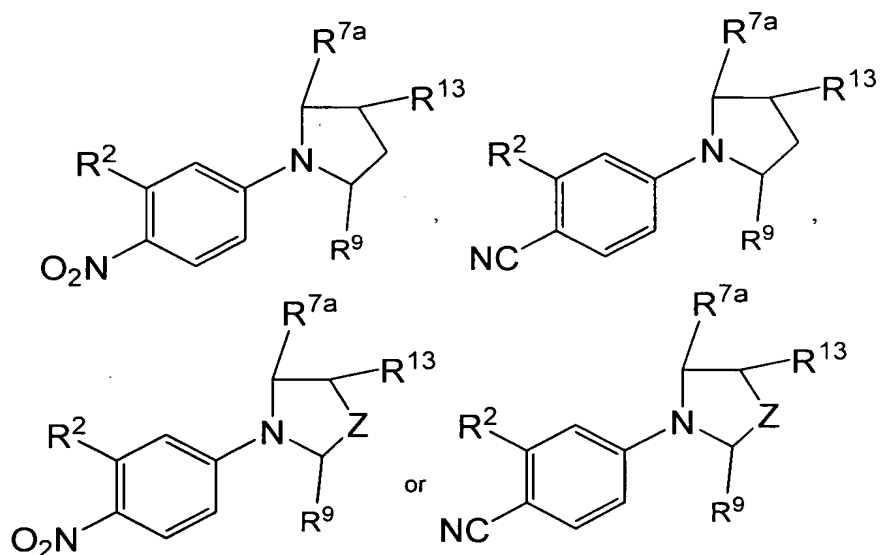
32. (Original) The compound of claim 30, wherein  $R^9$  is an optionally substituted  $C_1$ - $C_6$  heterohaloalkyl.

33. (Original) The compound of claim 30, wherein  $R^{13}$  is an optionally substituted  $C_1$ - $C_6$  heterohaloalkyl.

34. (Previously presented) The compound of claim 30, wherein the compound is:



35. (Previously presented) The compound of claim 30, wherein the compound is:



36. - 61. (Cancelled).

62. (Currently amended) A compound of claim 1, wherein the compound is selected from among:

- ~~*N,N* bis(2,2,2-trifluoroethyl)-3-methyl-4-nitroaniline (compound 101);~~
- ~~*N,N* bis(2,2,2-trifluoroethyl)-4-nitroaniline (compound 102);~~
- ~~4-(Bis(2,2,2-trifluoroethyl)amino)-2-(trifluoromethyl)benzonitrile (compound 103);~~
- (5*R*)-*N*-(4-nitrophenyl)-5-(dimethyl-*tert*-butylsilyloxymethyl)-2-pyrrolidone (compound 104);
- (5*R*)-*N*-(4-nitrophenyl)-5-(hydroxymethyl)-2-pyrrolidone (compound 105);
- (2*R*)-*N*-(4-nitro-3-trifluoromethylphenyl)-2-(dimethyl-*tert*-butylsilyloxymethyl)-pyrrolidine (compound 106);
- (2*R*)-*N*-(4-nitro-3-trifluoromethylphenyl)-2-(hydroxymethyl)pyrrolidine (compound 108);

(2*R*)-*N*-(4-nitrophenyl)-2-(hydroxymethyl)pyrrolidine (compound 109);  
(2*R*)-*N*-(3-Trifluoromethyl-4-nitrophenyl)-2-formylpyrrolidine (compound 110);  
(2*R*)-*N*-(3-Trifluoromethyl-4-nitrophenyl)-2-(1-(*S*)-hydroxy-2,2,2-trifluoroethyl)pyrrolidine (compound 111);  
(2*R*)-*N*-(3-Trifluoromethyl-4-nitrophenyl)-2-(1-(*R*)-hydroxy-2,2,2-trifluoroethyl)-pyrrolidine (compound 112);  
(2*S*)-*N*-(4-nitrophenyl)-2-(hydroxymethyl)pyrrolidine (compound 113);  
(2*R*)-*N*-(4-nitrophenyl)-2-(1-(*S*)-hydroxy-2,2,2-trifluoroethyl)pyrrolidine (compound 114);  
(2*R*)-*N*-(4-nitrophenyl)-2-(*R*)-(1-(*R*)-hydroxy-2,2,2-trifluoroethyl)pyrrolidine (compound 115);  
(2*S*)-*N*-(4-nitrophenyl)-2-(1-(*S*)-hydroxy-2,2,2-trifluoroethyl)pyrrolidine (compound 116);  
(2*S*)-*N*-(4-nitrophenyl)-2-(1-(*R*)-hydroxy-2,2,2-trifluoroethyl)pyrrolidine (compound 117);  
~~— 3 (3-Methoxyphenyl)-6-nitro-2,7-dimethyl-1*H*-indole (compound 118);~~  
~~— 4 [Bis-(2,2,2-trifluoroethyl)amino]-2-chloro-3-methyl-benzonitrile (compound 119);~~  
*cis*-2,5-Dimethyl-1-(4-nitro-3-trifluoromethylphenyl)-pyrrolidine (compound 120);  
*trans*-2,5-dimethyl-1-(4-nitro-3-trifluoromethylphenyl)-pyrrolidine (compound 121);  
~~— 1 (4-Nitro-3-trifluoromethylphenyl)-piperidine-2-carboxylic acid ethyl ester (compound 122);~~  
~~— 1 (4-Nitro-3-trifluoromethylphenyl)-4-(hydroxymethyl)-piperidine (compound 123);~~  
~~— (1-(3-trifluoromethyl-4-nitrophenyl)piperidin-2-yl)methyl acetate (compound 124);~~  
4-(2-Hydroxymethyl-pyrrolidin-1-yl)-benzonitrile (compound 125);  
4-Benzyl-2-hydroxymethyl-1-(4-nitro-3-trifluoromethylphenyl)-pyrrolidine (compound 126);  
2-Fluoro-4-(2-hydroxymethyl-pyrrolidin-1-yl)-benzonitrile (compound 127);  
4-Hydroxy-1-(4-nitrophenyl)-pyrrolidine-2-carboxylic acid ethyl ester (compound 128);  
4-Hydroxy-1-(4-nitro-3-trifluoromethylphenyl)-pyrrolidine-2-carboxylic acid ethyl ester (compound 129);  
5-Hydroxymethyl-1-(4-nitro-3-trifluoromethylphenyl)-pyrrolidin-3-ol (compound 130);  
2-(Aminomethyl)-1-(4-Nitro-3-trifluoromethylphenyl)-pyrrolidine (compound 131);  
4-Hydroxy-1-(4-nitrophenyl)-pyrrolidine-2-carboxylic acid (compound 132); and  
4-Hydroxy-1-(4-nitro-3-trifluoromethylphenyl)-pyrrolidine-2-carboxylic acid (compound 133);  
and pharmaceutically acceptable salts, esters, and amides, ~~and prodrugs~~ thereof.

63. (Previously presented) The compound of claim 1, wherein the compound is a selective androgen receptor modulator.

64. (Previously presented) The selective androgen receptor modulator of claim 63, wherein the compound is an androgen receptor agonist.

65. (Previously presented) The selective androgen receptor modulator of claim 63, wherein the compound is an androgen receptor antagonist.

66. (Previously presented) The selective androgen receptor modulator of claim 63, wherein the compound is an androgen receptor partial agonist.

67. (Previously presented) The selective androgen receptor modulator of claim 63, wherein the compound is a tissue-specific modulator.

68. (Previously presented) The compound of claim 1, wherein the compound is a selective androgen binding compound.

69. (Previously presented) A method for modulating an activity of an androgen receptor, comprising contacting an androgen receptor with a compound of claim 1.

70. (Currently amended) The method of claim ~~68~~69, wherein the androgen receptor is in a cell.

71. (Cancelled).

72. (Previously presented) A method for treating a patient having a condition susceptible to treatment with an androgen receptor modulator, comprising administering to the patient a pharmaceutical agent comprising a compound of claim 1.

73. (Previously presented) The method of claim 72, wherein the condition is selected from among maintenance of muscle strength and function; reversal or prevention of frailty or age-related functional decline in the elderly; treatment of catabolic side effects of glucocorticoids; treatment of reduced bone mass, density or growth; treatment of chronic fatigue syndrome; chronic myalgia; treatment of acute fatigue syndrome and muscle loss; accelerating of wound healing; accelerating bone fracture repair; accelerating healing of complicated fractures; in joint replacement; prevention of post-surgical adhesion formation; acceleration of tooth repair or growth; maintenance of sensory function; treatment of periodontal disease; treatment of wasting secondary to fractures and treatment of wasting in connection with chronic obstructive pulmonary disease, treatment of wasting in connection with chronic liver disease, treatment of wasting in connection with AIDS, cancer cachexia, burn and trauma recovery, chronic catabolic state, eating disorders and chemotherapy; treatment of cardiomyopathy; treatment of thrombocytopenia; treatment of growth retardation

in connection with Crohn's disease; treatment of short bowel syndrome; treatment of irritable bowel syndrome; treatment of inflammatory bowel disease; treatment of Crohn's disease and ulcerative colitis; treatment of complications associated with transplantation; treatment of physiological short stature including growth hormone deficient children and short stature associated with chronic illness; treatment of obesity and growth retardation associated with obesity; treatment of anorexia; treatment of hypercortisolism and Cushing's syndrome; Paget's disease; treatment of osteoarthritis; induction of pulsatile growth hormone release; treatment of osteochondro-dysplasias; treatment of depression, nervousness, irritability and stress; treatment of reduced mental energy and low self-esteem; improvement of cognitive function; treatment of catabolism in connection with pulmonary dysfunction and ventilator dependency; treatment of cardiac dysfunction; lowering blood pressure; protection against ventricular dysfunction or prevention of reperfusion events; treatment of adults in chronic dialysis; reversal or slowing of the catabolic state of aging; attenuation or reversal of protein catabolic responses following trauma; reducing cachexia and protein loss due to chronic illness; treatment of hyperinsulinemia; treatment of immunosuppressed patients; treatment of wasting in connection with multiple sclerosis or other neurodegenerative disorders; promotion of myelin repair; maintenance of skin thickness; treatment of metabolic homeostasis and renal homeostasis; stimulation of osteoblasts, bone remodeling and cartilage growth; regulation of food intake; treatment of insulin resistance; treatment of insulin resistance in the heart; treatment of hypothermia; treatment of congestive heart failure; treatment of lipodystrophy; treatment of muscular atrophy; treatment of musculoskeletal impairment; improvement of the overall pulmonary function; treatment of sleep disorders; and the treatment of the catabolic state of prolonged critical illness; treatment of hirsutism, acne, seborrhea, androgenic alopecia, anemia, hyperpilosity, benign prostate hypertrophy, adenomas and neoplasias of the prostate and malignant tumor cells containing the androgen receptor; osteosarcoma; hypercalcemia of malignancy; metastatic bone disease; treatment of spermatogenesis, endometriosis and polycystic ovary syndrome; counteracting preeclampsia, eclampsia of pregnancy and preterm labor; treatment of premenstrual syndrome; treatment of vaginal dryness; age related decreased testosterone levels in men, male menopause, hypogonadism, male hormone replacement, male and female sexual dysfunction, male and female contraception, hair loss, Reaven's Syndrome and the enhancement of bone and muscle strength.

74. (Previously presented) A method according to claim 72, wherein the patient has a condition selected from among acne, male-pattern baldness, wasting diseases, hirsutism, hypogonadism, osteoporoses, infertility, impotence and cancer.

75. (Previously presented) A method for stimulating hematopoiesis in a patient, comprising administering to the patient a pharmaceutical agent comprising a compound of claim 1.

76. (Previously presented) A method of contraception, comprising administering to a patient a pharmaceutical agent comprising a compound of claim 1.

77. (Previously presented) A method of improving athletic performance in an athlete, comprising administering to the athlete a pharmaceutical agent comprising a compound of claim 1.

78. (Previously presented) A pharmaceutical composition, comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

79. – 81. (Cancelled).

82. (Previously presented) An article of manufacture, comprising:

packaging material;

a compound of claim 1 that is effective for modulating the activity of androgen receptor, or for treatment, prevention or amelioration of one or more symptoms of androgen receptor mediated diseases or disorders, or diseases or disorders in which androgen receptor activity is implicated, within the packaging material; and

a label that indicates that the compound or composition, or pharmaceutically acceptable derivative thereof, is used for modulating the activity of androgen receptor or for treatment, prevention or amelioration of one or more symptoms of androgen receptor mediated diseases or disorders, or diseases or disorders in which androgen receptor activity is implicated.